

BILL OF SALE

FEB 4 1974 - 8 15 AM

INTERSTATE COMMERCE COMMISSION

Bankers Trust Company, as Trustee (hereinafter called the Trustee) under the Equipment Trust Agreement dated April 15, 1966 (hereinafter called the Equipment Trust Agreement), between the Trustee and ACF Industries, Incorporated, a New Jersey corporation (hereinafter called the Company), in consideration of the sum of One Dollar and other good and valuable consideration paid by the Company, receipt whereof is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto the Company and its successors and assigns the units of railroad equipment described in Exhibit B annexed hereto and hereby made a part hereof, to have and to hold all and singular such units to the Company and such successors and assigns for its and their own use and behoof forever.

This Bill of Sale is made without recourse to the Trustee for any reason whatsoever and without representation or warranty of any kind by the Trustee.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be duly executed in its name this 2nd day of January 1974.

BANKERS TRUST COMPANY

By [Signature]
ASSISTANT Vice President

(Corporate Seal)

Attest:

[Signature]
Assistant Secretary

EXHIBIT B

DESCRIPTION OF RELEASED EQUIPMENT

	<u>Placed In Service</u>	<u>Cost</u>	<u>Cost Less 1/20th For Each Year In Service</u>	<u>Actual Fair Value</u>	<u>Fair Value</u>
eleven (11) Tank Cars Class ICC					
112 A 340 W initialled					
ACFX and numbered: 17145	June 1965	\$21,295	\$12,777	\$12,420	\$12,777
17146	June 1965	21,295	12,777	12,420	12,777
17148	June 1965	21,295	12,777	12,420	12,777
17149	June 1965	21,295	12,777	12,420	12,777
17150	June 1965	21,295	12,777	12,420	12,777
17156	July 1965	21,181	12,708	12,442	12,708
17190	Sept. 1965	20,559	12,335	12,253	12,335
17278	Jan. 1966	20,605	12,363	12,619	12,619
17279	Jan. 1966	20,605	12,363	12,619	12,619
17280	Jan. 1966	20,605	12,363	12,619	12,619
17281	Jan. 1966	20,605	12,363	12,619	12,619
17746	Nov. 1965	20,579	12,347	12,435	12,435
17748	Nov. 1965	20,579	12,347	12,435	12,435
o (2) Tank Cars Class ICC 122					
A 400 W initialled ACFX and					
numbered: 17216	Feb. 1966	21,007	13,654	13,321	13,654
17218	Feb. 1966	21,007	13,654	13,321	13,654
o (2) Tank Cars Class ICC 103 W,					
initialled ACFX and numbered:					
13929	May 1965	14,639	8,783	8,903	8,903
14883	Mar. 1965	13,812	8,287	8,361	8,361
lx (6) Center Flow Covered					
Hopper Cars initialled ACFX					
and numbered: 46269	Oct. 1965	15,401	9,240	9,366	9,366
46271	Oct. 1965	15,401	9,240	9,366	9,366

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	<u>Placed In Service</u>	<u>Cost</u>	<u>Cost Less 1/20th For Each Year In Service</u>	<u>Actual Fair Value</u>	<u>Fair Value</u>
61375	Feb. 1966	\$13,373	\$ 8,692	\$ 8,820	\$ 8,820
61623	Nov. 1965	13,675	8,205	8,614	8,614
61668	Nov. 1965	12,916	7,750	8,048	8,048
61676	Nov. 1965	12,916	7,750	8,048	8,048
					<u>\$261,108</u>

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this *2nd* day of January, 1974, before me personally came **L. J. MOSKIE** **ASSISTANT**, to me known, who, being by me duly sworn, says that he is a Vice President of Bankers Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Phyllis Buccieri
Notary Public

PHYLLIS BUCCIERI
Notary Public, State of New York
No. 24-047015
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 20, 1975